

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

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| JOINT APPLICATION OF METROMEDIA |) | |
| COMMUNICATIONS CORPORATION AND RESURGENS |) | CASE NO. |
| COMMUNICATIONS GROUP, INC., FOR |) | 93-062 |
| AUTHORIZATION TO MERGE |) | |

O R D E R

On May 18, 1993, the Commission granted rehearing to Metromedia Communications Corporation ("Metromedia") and Resurgens Communications Group, Inc. ("Resurgens") to consider their joint request that the Commission approve the issuance of stock warrants by the surviving entity subsequent to the merger of Metromedia and Resurgens. The original merger agreement did not provide for the issuance of these new warrants but, as a result of a March 26, 1993 amendment, warrants to purchase 2,500,200 shares of Class A common stock will be issued.

Based on the evidence of record and being advised, the Commission finds that the issuance of warrants entitling the holders to purchase 2,500,200 shares of Class A common stock is for lawful objectives within the surviving entity's corporate purpose of operations, is appropriate for and consistent with the proper performance of its service to the public, will not impair its ability to perform that service, is reasonably necessary and appropriate for such purposes, and should, therefore, be approved.

IT IS THEREFORE ORDERED that the surviving entity from the merger of Metromedia and Resurgens be and it hereby is authorized to issue 2,500,200 warrants exercisable for the purchase of Class A common stock in said surviving entity as more fully described in the petition for rehearing.

Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this 4th day of June, 1993.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director